



Norfolk Southern Corporation
8 North Jefferson Street
Roanoke, Virginia 24042-0054
703 981-4045

RECORDATION NO. 6841-C FILED 1625

Ronald E. Sink
Assistant Treasurer

APR 14 1988 - 9 15 AM

INTERSTATE COMMERCE COMMISSION 25, 1988

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Attn: Mail Room (Room #1324)
12th and Constitution Avenue, N.W.
Washington, D. C. 20423

No. 8-105A044
Date APR 14 1988
Fee \$ 13.00
ICC Washington, D. C.

Dear Ms. McGee:

In accordance with 49 U.S.C. §11303 and the Commission's rules, I submit herewith for recording with the Commission three original counterparts, properly executed and acknowledged, of the document described below.

The document is a Release and Satisfaction and Bill of Sale, a secondary document, dated as of March 3, 1988. The primary document to which this is connected is recorded under Recordation No. 6841.

The names and addresses of the parties to the secondary document are as follows:

TRUSTEE/ LESSOR:	First Pennsylvania Bank, N.A. 15th and Chestnut Streets Philadelphia, PA 19101
GUARANTOR/ LESSEE:	Norfolk and Western Railway Company 8 North Jefferson Street Roanoke, VA 24042

The equipment covered by the document is generally described as follows:

<u>Number of Units</u>	<u>General Description</u>	<u>AAR Symbol</u>	<u>Identifying Marks and Road Numbers (both inclusive)</u>
623	100-ton gondola cars	GBS	NW 188532-188999 and NW 189000-189154
100	70-ton, 50' DFB boxcars	XL	NW 281400-281499

100 OFFICE OF
THE SECRETARY
APR 14 9:20 AM '88
ATTOR OPERATING UNIT

Ms. Noreta R. McGee
March 25, 1988
Page Two

A fee of \$13.00 is enclosed. Please return two of the original counterparts, stamped with the Commission's recordation number to R. E. Sink, Treasurer, Norfolk and Western Railway, 8 North Jefferson Street, Roanoke, Virginia 24042.

A short summary of the document to appear in the index follows:

Release and Satisfaction and Bill of Sale dated as of March 3, 1988 to terminate Equipment Trust Agreement with Recordation No. 6841, dated January 1, 1973, and covering 623 gondola cars (numbered NW 188532-188999 & NW 189000-189154) and 100 boxcars (numbered NW 281400-281499).

Very truly yours,



R. E. Sink

Enclosures

cc: J. R. Turbyfill
L. I. Prillaman, Jr.
J. G. Lane
K. F. Jessee

Interstate Commerce Commission

Washington, D.C. 20423

4/14/88

OFFICE OF THE SECRETARY

R.E. Sink

Treasurer

Norfolk & Western Railway

8 North Jefferson St.

Roanoke, Virginia 24042

Dear Sir:

The enclosed document(s) was recorded/pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 4/14/88 at 9:15am , and assigned recordation number(s). 6841-C

Sincerely yours,



Secretary

Enclosure(s)

6846-C
APR 14 1988-9 15 AMINTERSTATE COMMERCE COMMISSION
NORFOLK AND WESTERN RAILWAY EQUIPMENT TRUST
SERIES V

RELEASE AND SATISFACTION AND BILL OF SALE

KNOW ALL MEN BY THESE PRESENTS, that First Pennsylvania Bank, N.A., (formerly The First Pennsylvania Banking and Trust Company) (the "Trustee"), trustee under Equipment Trust Agreement (the "Agreement") dated as of January 1, 1973 between the Trustee and Norfolk and Western Railway Company (the "Railroad"), providing for the formation of Norfolk and Western Railway Equipment Trust, Series V (the "Equipment Trust"), hereby certifies that all of the principal of the Trust Certificates and dividend warrants attached thereto issued under the Equipment Trust have been fully paid and that all of the obligations of the Railroad under the Agreement have been fully complied with and performed.

WHEREFORE, in consideration of \$1.00 and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Trustee hereby declares the Agreement to be satisfied and canceled, consents that the same be discharged of record, hereby sells, assigns, conveys, transfers, sets over, releases and quitclaims unto the Railroad, as its absolute property, all of the Trustee's right, title and interest in and to the railroad equipment subject to the Equipment Trust and releases the Railroad from any and all obligations of the Agreement.

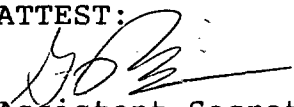
IN WITNESS WHEREOF, the Trustee has caused its name to be signed hereby by one of its Vice Presidents under its corporate seal attested by one of its Assistant Secretaries, this 3rd day of MARCH, 1988.

FIRST PENNSYLVANIA BANK, N.A.,
Trustee

BY 

Vice President

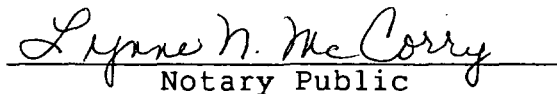
ATTEST:


Assistant Secretary

COMMONWEALTH OF PENNSYLVANIA)
) SS:
CITY OF PHILADELPHIA)

On this 3rd day of March, 1988, before me,
a Notary Public, personally appeared Edward S. Nancarrow,
to me personally known, who, being by me duly sworn, says he
is a Vice President of First
Pennsylvania Bank, N.A., that the seal affixed to the fore-
going instrument is the corporate seal of said corporation,
that said instrument was signed and sealed on behalf of said
corporation by authority of its Board of Directors, and he
acknowledged that the execution of the foregoing instrument
was the free act and deed of said corporation.

My Commission expires:


Notary Public

LYNNE N. MCCORRY
Notary Public, Phila., Phila. Co.
My Commission Expires July 2, 1990